

quinn emanuel trial lawyers | new york

51 Madison Avenue, 22nd Floor, New York, New York 10010-1601 | TEL (212) 849-7000 FAX (212) 849-7100

WRITER'S DIRECT DIAL NO.
(212) 849-7413

WRITER'S EMAIL ADDRESS
renitasharma@quinnemanuel.com

May 13, 2022

MEMO ENDORSED

VIA ECF

The Honorable Katherine Polk Failla, USDJ
United States District Court for the Southern District of New York
40 Foley Square, New York, New York 10007

Re: *Blue Cross & Blue Shield Assoc. Nat'l Emp. Benefits Committee v. Allianz Global Investors U.S. LLC et al.*, 20-cv-7606 (KPF)

Dear Judge Failla:

In connection with the counterclaim filed on May 13, 2022 by Defendant/Counterclaim Plaintiff Aon Investments USA Inc. ("Aon") against Plaintiff Blue Cross and Blue Shield Association National Employee Benefits Committee ("NEBC"), Aon respectfully requests leave to submit a redacted version of the counterclaim, and to file certain exhibits to that counterclaim under seal pursuant to Section IX of the Stipulated Amended Protective Order (the "Protective Order," Dkt. 79) and Rule 9(B) and (C) of the Court's Individual Rules of Practice in Civil Cases. Specifically, Aon seeks to seal the following exhibits, each filed in connection with the counterclaim:

Exhibit A: Document produced by NEBC with Bates number NEBC0019286, which NEBC has designated "Confidential."

Exhibit B: Document produced by Aon with Bates number ICA000018809, which Aon has designated "Confidential."

Exhibit C: Document produced by NEBC with Bates number NEBC0372283, which NEBC has designated "Confidential."

Exhibit E: Document produced by Allianz Global Investors U.S. LLC ("Allianz") with Bates number AllianzGIUS-SA-00990600, which Allianz has designated "Confidential."

Exhibit F: Document produced by NEBC with Bates number NEBC004055, which

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NEBC has designated “Confidential.”

Exhibit G: Document produced by NEBC with Bates number NEBC0675439, which NEBC has designated “Confidential.”

Exhibit H: Document produced by Allianz with Bates number AllianzGIUS-SA-00254888, which Allianz has designated “Confidential.”

Exhibit I: Document produced by Aon with Bates number AIUSA000550063, which Aon has designated “Confidential.”

Exhibit J: Document produced by NEBC with Bates number NEBC0470568, which NEBC has designated “Confidential.”

Exhibit K: Document produced by Allianz with Bates number AllianzGIUS-SA-00599755, which Allianz has designated “Confidential.”

Exhibit L: Document produced by NEBC with Bates number NEBC002751, which NEBC has designated “Confidential.”

Exhibit M: Document produced by Aon with Bates number AIUSA000148778, which Aon has designated “Confidential.”

Exhibit N: Document produced by NEBC with Bates number NEBC0037646, which NEBC has designated “Confidential.”

Exhibit O: Document produced by Aon with Bates number AIUSA000223474, which Aon has designated “Confidential.”

Exhibit P: Document produced by Allianz with Bates number AllianzGIUS-SA-00528475, which Allianz has designated “Confidential.”

Exhibit Q: Document produced by NEBC with Bates number NEBC0470327, which NEBC has designated “Confidential.”

Exhibit R: Document produced by NEBC with Bates number NEBC0470687, which NEBC has designated “Confidential.”

The attached pre-conference letter and Exhibits A-C and E-R include or discuss material that has been designated Confidential under the Protective Order in this case. The Protective Order permits the parties to designate certain categories of sensitive information produced in the course of discovery as “Confidential” or, in the case of extremely sensitive information, “Highly Confidential,” with all such material referred to collectively as “Protected Material.” Protective Order § 4. The Protective Order requires that “A Party or Non-Party submitting any Protected Material to the Court in the Related Actions (whether in support of a pleading or motion, at a hearing, or in connection with any other pre-trial proceeding) must file the Protected Material in redacted form or under seal to the full extent permitted by the Local Rules of the U.S. District

Court for the Southern District of New York and Judge Failla's Individual Practices in Civil Cases." *Id.* § IX.A.

The proposed redactions to the counterclaim here are narrowly tailored, while the unredacted portions of the counterclaim provide sufficient information for the public to ascertain the nature, scope, and facts of the parties' dispute. *Leonard ex rel. Poplawski 2008 Ins. Tr. v. John Hancock Life Ins. Co. of New York*, 2020 WL 1547486, at *1 (S.D.N.Y. Mar. 31, 2020) (granting motion to redact portions of first amended complaint, because "the proposed redactions are no broader than necessary to protect the compelling interest at stake"). Further, many of the Exhibits that Aon seeks to seal—Exhibits A-C and E-R—were designated as Confidential by NEBC, Allianz, and a third party, affect their privacy interests, and include significant information concerning the investments of actual or potential third parties. *See generally United States v. Amodeo*, 71 F.3d 1044, 1050 (2d Cir. 1995) ("[t]he privacy interests of innocent third parties ... should weigh heavily in a court's balancing equation."). Moreover, the documents produced by Aon—Exhibits B, I, M, and O—also include significant information concerning the investments of actual or potential third parties. *See Amodeo*, 71 F.3d at 1050.

Accordingly, Aon requests leave to file the counterclaim with redactions and to file Exhibits A-C and E-R under seal.

Respectfully submitted,

/s/ Renita Sharma

Renita Sharma

cc: Counsel for Plaintiff (by ECF)

Application GRANTED. Aon may file a redacted version of its counterclaim, as well as certain exhibits to that counterclaim under seal. The Clerk of Court is directed to terminate the pending motion at docket entry 194.

Dated: May 16, 2022
New York, New York

SO ORDERED.

A handwritten signature in blue ink, reading "Katherine Polk Failla".

HON. KATHERINE POLK FAILLA
UNITED STATES DISTRICT JUDGE